

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

**SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENTS OF FINANCIAL AFFAIRS FOR
TSI LUCILLE JERSEY CITY, LLC (CASE NO. 20-12657)**

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and rule 1007 of the Federal Rules of Bankruptcy Procedure.

Laura Marcero has signed each set of the Schedules and Statements. Mrs. Marcero serves as the Deputy Chief Restructuring Officer for each of the Debtors, and she is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mrs. Marcero has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and the Debtors’ legal and financial advisors. Given the scale of the Debtors’ business and the complexity of the Debtors’ records, Mrs. Marcero has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made every reasonable effort to ensure the accuracy and completeness of the Schedules and Statements, subsequent information or discovery may result in material changes to the Schedules and Statements. As a result, inadvertent errors or omissions may exist. For the

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avoidance of doubt, the Debtors hereby reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Global Notes and Overview of Methodology

1. **Description of Cases.** On September 14, 2020 (the “**Initial Petition Date**”), Town Sports International, LLC and 161 affiliates filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On October 21, 2020, 42 additional direct or indirect subsidiaries of Town Sports International, LLC each commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On September 16, 2020 and October 26, 2020, the Court entered the *Order Directing the Joint Administration of the Debtors’ Chapter 11 Cases* [Docket No. 56] and the *Order (I) Approving Joint Administration of Additional Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, (II) Applying Orders Previously Entered by the Court to the Additional Chapter 11 Cases, and (III) Granting Related Relief* [Docket No. 342], respectively. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedules and Statements. The information provided herein, except as otherwise noted, is reported as of the close of business on October 20, 2020.
2. **Global Notes Control.** These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to and comprise an integral part of each of the Debtors’ Schedules and Statements and should be referenced in connection with any review thereof. In the event that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.
3. **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and supplement the

Schedules and Statements as may be necessary or appropriate. Nothing contained in the Schedules and Statements is intended to be, nor should it be construed as, a waiver of any of the Debtors' rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any rights or claims of the Debtors against any third party or issues involving substantive consolidation, equitable subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

- (a) **No Admission.** Nothing contained in the Schedules and Statements is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtors, any assertion made therein or herein, or a waiver of the Debtors' rights to dispute any claim or assert any cause of action or defense against any party.
- (b) **Recharacterization.** Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.
- (c) **Classifications.** Listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract.
- (d) **Claims Description.** Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve all rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority, or avoidability of any claim. Moreover, listing a claim does not constitute an admission of liability by the Debtor against which the claim is listed or by any of the Debtors. The Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.
- (e) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to

the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results may differ from such estimates.

- (f) **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action, and nothing in these Global Notes or the Schedules and Statements should be construed as a waiver of any such causes of action.
- (g) **Intellectual Property Rights.** Exclusion of certain intellectual property should not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property should not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.
- (h) **Insiders.** In the circumstance where the Schedules and Statements require information regarding “insiders” the Debtors have included information with respect to the individuals who the Debtors believe are included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities.

The listing of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements has been included for informational purposes only and such information may not be used for the purposes of determining control of the Debtors; the extent to which any individual exercised management responsibilities, functions, or corporate decision-making authority over the Debtors; or whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or any other purpose.

4. **Methodology.Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), nor are they intended to be fully reconciled to the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. In

the ordinary course of business, the Debtors manage their business and review their books and records on a consolidated basis. However, the Schedules and Statements reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

- (b) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to omit from the public record information such as individuals' names and addresses. Typically, the Debtors have used this approach because of an agreement between the Debtors and a third party, concerns of confidentiality and protection of sensitive commercial information (*e.g.*, names of customers), or concerns for the privacy of an individual.
- (c) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in response to multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities, and prepetition payments once.
- (d) **Date of Valuations.** Except (i) as otherwise noted in the Schedules and Statements and (ii) with respect to intercompany payables, which are listed in the Schedules and Statements as of September 10, 2020, all liabilities are valued as of October 20, 2020. Further, except as otherwise noted, all assets are listed as of September 30, 2020.
- (e) **Net Book Value.** In certain instances, current market valuations for individual items of property and other assets are neither maintained by, nor readily available to, the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of September 30, 2020. Market values may vary materially, from net book values. The Debtors believe that it would be an inefficient use of estate assets for the Debtors to obtain the current market values of their property. Accordingly, the Debtors have indicated in the Schedules and Statements that the values of certain assets and liabilities are undetermined. Also, assets that have been fully depreciated or that were expensed for accounting purposes either do not appear in these Schedules and Statements or are listed with a zero-dollar value, as such assets have no net book value. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset.
- (f) **Property and Equipment.** Unless otherwise indicated, owned property and equipment are valued at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. To the extent possible, any such leases are listed in the Schedules and Statements. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect thereto.

- (g) **Allocation of Liabilities.** Except where otherwise noted, the Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.
- (h) **Undetermined Amounts.** The description of an amount as “undetermined” or “unknown” is not intended to reflect upon the materiality of such amount.
- (i) **Unliquidated Amounts.** Amounts that could not be fairly quantified by the Debtors are scheduled as “unknown” or “unliquidated.”
- (j) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- (k) **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition payables pursuant to certain orders of the Court; as such, outstanding liabilities may have been reduced by any court-approved postpetition payments made on account of prepetition payables. To the extent the Debtors later pay any amount of the claims listed in the Schedules and Statements pursuant to an order of the Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or to take other action, such as filing claims objections or notices of satisfaction, as is necessary and appropriate to avoid overpayment or duplicate payments for liabilities. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Court where such order preserves the right to contest.
- (l) **Intercompany Claims.** Receivables and payables among the Debtors and among the Debtors and their non-Debtor affiliates are reported as of September 30, 2020 on Schedule A/B and Schedule E/F, respectively, per the Debtors’ unaudited books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be construed as, an admission of the characterization of such balances as debt, equity, or otherwise. For the avoidance of doubt, the Debtors reserve all rights, claims, and defenses in connection with any and all intercompany receivables and payables, including with respect to the characterization of intercompany claims, loans, and notes. Due to historical accounting practices, the Debtors may have been unable to ascertain with precision certain intercompany balances among specific Debtors and among Debtors and non-Debtor affiliates. As a result, the intercompany balances listed on Schedules A/B or E/F may vary from the Debtors’ audited financial statements. These balances have been calculated consistent with historical practice and the *Final Order (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 221]

(the “**Cash Management Order**”). The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if additional balances are identified. Generally, the intercompany balances relate to transfer of revenues from TSI Cash Management, LLC and for services provided by Town Sports International, LLC and TSI Cash Management, LLC per an intercompany agreement. In the ordinary course of business, practically all company transactions, including revenue, credit card transactions, and employee payments generate intercompany claims. As such, the Debtors have not listed each such transaction, but have instead included the monthly activity between Debtor entities and between Debtor and non-Debtor entities in the Statements, Part 2, Question 4, as indicated below.

- (m) **Excluded Assets and Liabilities.** The Debtors have excluded the following categories of assets and liabilities from the Schedules and Statements: certain deferred charges, accounts, or reserves recorded only for purposes of complying with the requirements of GAAP; deferred tax assets and liabilities; and certain intangibles; certain deferred revenue accounts that are recorded solely for accounting purposes; and certain accrued liabilities including, but not limited to, accrued salaries and employee benefits. Other immaterial assets and liabilities may also have been excluded.
- (n) **Liens.** The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any liens.
- (o) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- (p) **Setoffs.** The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, promotions, refunds, and negotiations and/or disputes between Debtors and their customers and/or suppliers. These normal, ordinary course setoffs and nettings are common to the health club industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for and, as such, are or may be excluded from the Debtors’ Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted.

5. **Specific Schedules Disclosures.**

- (a) **Schedule A/B, Parts 1 and 2 – Cash and Cash Equivalents; Deposits and Prepayments.** Details with respect to the Debtors’ cash management system and bank accounts are provided in the *Motion of Debtors for Interim and Final Orders*

(I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 10] (the “**Cash Management Motion**”) and the Cash Management Order. The balances of the financial accounts listed on Schedule A/B, Part 1, are listed as of September 30, 2020.

Additionally, the Debtors have provided adequate assurance of payment for future utility services to certain counterparties, pursuant to the *Final Order, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code, (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, (IV) Granting Certain Related Relief; and (V) Setting a Final Hearing Related Thereto* [Docket No. 261]; however, such deposits are not listed on Schedule A/B, Part 2, which has been prepared as of September 30, 2020.

- (b) **Schedule A/B Part 3 Accounts Receivable.** The Debtors’ accounts receivable information includes receivables from the Debtors’ members, vendors, or third parties, and include any amounts that, as of September 30, 2020, may be owed to such parties in the form of offsets or other adjustments pursuant to the Debtors’ day-to-day operations or may, in the Debtors’ opinion, be difficult to collect from such parties due to the passage of time or other circumstances. In the ordinary course of business, the Debtors record amounts related to uncollectible accounts on a consolidated basis in the books and records of Town Sports International, LLC. After accounting for uncollectible accounts, the net value of accounts receivable recorded at Town Sports International, LLC is zero. The Debtors indicate the age of accounts receivables in the Schedules for the applicable Debtor. The gross accounts receivable balances in Schedule A/B, Part 3 exclude intercompany receivables. The Debtors historically have tracked intercompany transactions and continue to track such intercompany transactions on a post-petition, Debtor-by-Debtor basis.
- (c) **Schedule A/B, Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles.** Dollar amounts are presented net of accumulated depreciation and other adjustments as of September 30, 2020.
- (d) **Schedule A/B, Part 8 – Automobiles, vans, trucks, motorcycles, trailers; and Machinery, fixtures, equipment, and supplies used in business.** Dollar amounts are presented net of accumulated depreciation and other adjustments as of September 30, 2020.
- (e) **Schedule A/B, Part 9 – Real Property.** Actual realizable values of the identified leasehold improvements may vary significantly relative to net book values as of September 30, 2020 and exclude potential impairments realized subsequent to June 2020 with respect to leasehold improvements, etc.

- (f) **Schedule A/B, Part 10 – Intangibles and Intellectual Property.** The Debtors have identified intangible assets as of September 30, 2020. The Debtors have not listed the value of certain of such assets because the values reflected in the Debtors' books and records may not accurately reflect such assets' value in the marketplace. Due to the need to protect confidential information and individual privacy, the Debtors have not furnished any customer lists on their Schedules.
- (g) **Schedule A/B, Part 11 – All Other Assets.** Dollar amounts are presented net of impairments and other adjustments as of September 30, 2020. The Debtors have listed their intercompany receivable balances in Schedule A/B, Part 11.

Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, Including Counterclaims of the Debtor and Rights to Setoff Claims. In the ordinary course of their business, the Debtors may have accrued, or may subsequently accrue, certain rights to counterclaims, crossclaims, setoffs, refunds with their customers and vendors. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, claims as a plaintiff or counterclaims and/or crossclaims as a defendant. Because certain of these claims are unknown to the Debtors and not quantifiable as of the Initial Petition Date, they may not be listed on Schedule A/B, Part 11.

Interests in Insurance Policies or Annuities. A list of the Debtors' insurance policies and related information is available in the *Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Their Obligations Under Insurance Policies Entered into Prepetition, (B) Continue to Pay Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Continue to Pay Workers' Compensation Coverage Fees, (E) Maintain the Surety Bonds, and (F) Honor the Terms of the Financing Agreement and Pay Premiums Thereunder and (II) Granting Related Relief* [Docket No. 20] and have NOT been listed on Schedule A/B for each Debtor.

Executory Contracts and Unexpired Leases. Because of the large number of the Debtors' executory contracts and unexpired leases, as well as the size and scope of such documents, the Debtors have not attached such agreements to Schedule A/B.

- (h) **Schedule D – Creditors Who Have Claims Secured by Property.** Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, unless otherwise agreed or ordered by the Court, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable agreements and other related relevant documents is

necessary for a complete description of the collateral and the nature, extent, and priority of any liens. In certain instances, a Debtor may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities.

The Debtors have included on Schedule D parties who may, to the best of the Debtors' knowledge, believe their claims are secured through setoff rights or inchoate statutory lien rights.

The Debtors are party to a postpetition financing facility pursuant as further described and approved by the Court in the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 277] (the "**Final DIP Order**"). Although there are multiple parties that hold a portion of the Prepetition Debt, only the administrative agents have been listed for purposes of Schedule D.

(i) **Schedule E/F – Creditors Who Have Unsecured Claims.**

(i) ***Part 1 – Creditors with Priority Unsecured Claims.***

(A) **Priority Tax Claims:** Pursuant to the *Final Order, Pursuant to Sections 105(a), 363(b), 507(a)(8), 541, 1107(a) and 1108 of the Bankruptcy Code, (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Scheduling a Final Hearing* [Docket No. 198] (the "**Taxes Order**"), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority claims based upon prepetition tax accruals that have been paid pursuant to the Taxes Order are not listed on Schedule E.

(B) **Employee Claims:** Pursuant to the *Final Order, Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Payment of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of all Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of all Amounts Incident to the*

Foregoing Payments and Contributions; and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto [Docket No. 199] (the “**Wages Order**”) the Debtors received final authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed.

The listing of a claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such claim or any portion thereof is entitled to priority status.

- (ii) **Part 2 – Creditors with Nonpriority Unsecured Claims.** Except for intercompany payables, which are listed as of September 30, 2020, the liabilities identified on Schedule E/F, Part 2, are derived from the Debtors’ books and records and are listed as of October 20, 2020. The Debtors have made a reasonable attempt to verify their unsecured obligations, although the actual amount of claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities may not reflect the correct amount of any unsecured creditor’s allowed claims or the correct amount of all unsecured claims.

The Debtors generally allocate individual liabilities to particular Debtors. However, in certain cases, it would be a time-consuming and inefficient use of estate resources, or impracticable, to assign a given liability to a particular Debtor based on a contractual obligation. Instead, Schedule E/F, Part 2, reflects the liability as recorded in the Debtors’ books and records unless otherwise specified herein.

Schedule E/F, Part 2, contains information regarding threatened or pending litigation involving the Debtors. The amounts for these potential claims are listed as “undetermined” and are marked as contingent, unliquidated, and disputed in the Schedules and Statements. The Debtors have not listed potential claims as a result of demand letters received from potential litigants given the purely speculative nature of such potential claims.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include claims that may arise in connection with the rejection of any executory contract or unexpired lease, if any, that may be or have been rejected.

In many cases, the claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors' estates, the Debtors have not listed a specific date or dates for such claim.

As of the date hereof, the Debtors have not received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Initial Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertake no obligation, to amend Schedules D and E/F if and as they receive additional prepetition invoices.

Potential Customer Claims; Earned Revenue; Impact of COVID-19. The Debtors have nearly one million current members and Former Members² (collectively, the "**Customers**"). The Debtors cannot reasonably foresee or estimate Customer claims, but have made a good-faith effort to list an aggregate Customer liability based solely on the Debtors books and records. Listing amounts on an individual basis would be, to the extent possible, speculative, cost prohibitive, unduly burdensome, and would cause the Schedules to become unwieldy and voluminous. The aggregate Customer claim number is highly speculative and the facts surrounding any Customer claims will likely be Customer specific. Amounts included to reach the estimated claim amount include amounts that are or will likely be satisfied in the ordinary course of business.

The Debtors have not listed membership fees or any other fees and associated payments in their Schedules where such amounts are deemed earned upon receipt, whether or not such amounts are shown on the Debtors books and records as earned upon receipt or earned over a period of time in accordance with GAAP or other accounting protocol.

The Debtors believe the estimated Customer claims amount likely overstate any actual claims, which amounts cannot be determined with reasonable certainty at this time. Because of the COVID-19 pandemic and related gym closures, the Debtors have experienced seven times the rate of historical credit card chargebacks associated with membership cancellation and refund requests. Aside from credit card chargebacks, Customers continue to seek refund requests associated with membership cancellation both in person at the club level and at the administrative level. Such chargebacks, once fully reconciled, likely reduce any potential Customer claims reflected on the Debtors' books and records. As such, any estimate of Customer claims as of the Initial Petition Date likely does not reflect actual Customer liabilities.

For the reasons described herein, the Debtors have listed their estimated *maximum* possible liability for claims associated with refunds and cancellations on an

² "**Former Members**" include the Debtors' members who have cancelled their membership within one year of the Petition Date.

aggregate basis in the Schedules of Town Sports International, LLC. The Debtors believe that the amount of such claims has been accounted for in the budget associated with their postpetition financing and such claims will be resolved in the ordinary course after the Debtors are able to perform a complete reconciliation of such claims. The Debtors encourage any Customer who believes that he or she has a claim associated with a refund for membership cancellation to file a proof of claim in the Debtors' cases on account of such claim.

Certain of the Debtors' Customers may have purchased prepaid products such as personal training and swim sessions, and other ancillary services (collectively, the "**Ancillary Services**"). The Debtors believe that certain of the Ancillary Services will either be honored on a go-forward basis or have been forfeited pursuant to existing policies governing such Ancillary Services and have not listed amounts corresponding to such services in their Schedules. Where it is uncertain or improbable that any of the Ancillary Services will be honored due to the closure of a club or otherwise, the Debtors have listed the maximum liability associated with such potential claims on an aggregate basis in Schedule E/F, as it would be impractical and unduly burdensome to list such claims on an individual basis as of the Initial Petition Date.

The listing of a claim on Schedule E/F does not constitute an admission by the Debtors that such claim or any portion thereof is entitled to priority status either as a deposit or otherwise and the Debtors expressly reserve their rights to contest the characterization of any such claim.

- (j) **Schedule G – Executory Contracts and Unexpired Leases.** While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred.

Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease, that such contract or agreement was in effect on the Initial Petition Date, or that such contract or agreement is valid or enforceable. The Debtors hereby reserve all rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, indemnification obligations, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into other types of agreements in the ordinary course of their business, such as supplemental agreements and letter agreements, which documents may not be set forth on Schedule G. Moreover, to the extent any agreements are governed by a master services agreement, the Debtors have endeavored to list the master services agreement on Schedule G. The Debtors have made reasonable efforts to identify the Debtor entity for each contract, and, in instances where this could not be determined, the contract is listed on the Schedules of Town Sports International, LLC.

In the ordinary course of business, the Debtors have entered into numerous agreements, both written and oral, regarding the provision of certain services on a month-to-month or at-will basis, as well as purchase orders and statements of work. Not only would it be unduly burdensome and cost-prohibitive to list such agreements in Schedule G, the Debtors also do not believe that such agreements constitute executory contracts and, therefore, such agreements are not listed individually on Schedule G.

The description of any contract on Schedule G does not constitute an admission by the Debtors as to the characterization of such contract. The Debtors reserve all rights to dispute or challenge the characterization of any transaction or any document or instrument related to a creditor's claim.

In some cases, the same counterparty may appear multiple times on Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such counterparty.

The listing of any contract on Schedule G does not constitute an admission by the Debtors as to the validity of any such contract. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

- (k) **Schedule H – Co-Debtors.** The Debtors have listed their prepetition loan facilities as a co-Debtor obligation on Schedule H. More information about the Debtors' postpetition financing facility is contained in the Final DIP Order. The Debtors reserve all rights to amend Schedule H to the extent that guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements are identified.

6. **Specific Statements Disclosures.**

- (a) **Statements, Part 1, Questions 1 and 2 – Miscellaneous Revenue.** This section may include negative values, which represents reductions to revenue due to customer refunds.
- (b) **Statements, Part 1, Question 2 – Income from other than Operations.** Values listed in this section include revenue regardless of whether that revenue is taxable. Non-business income may include interest, dividends, or money collected. Certain types of revenue such as revenue derived from marketing and vending, is reviewed on a consolidated basis and then allocated among each debtor entity. Amounts are listed as each debtor's allocable share of such revenue.

- (c) **Statements, Part 2, Question 4 – Payments to Certain Creditors.** As more fully described in the Cash Management Motion, the Debtors recorded numerous intercompany transactions in their books and records periodically, including journal entries. Such transactions include each and every credit card transaction and/or other operational administrative expenses. Instead of listing each of these numerous transactions and entries in their Statements and Schedules for each month, the Debtors have included the monthly activity between Debtor entities and between Debtor and non-Debtor entities. Depending on when the transactions were recorded, the monthly balances may include transactions that occurred in prior months and may contain reconciling differences. As a result of the structure of the cash management systems, the cash transactions may appear inflated as the money flows through different Debtor accounts. These cash transactions are also recorded in the monthly activity listing in the Debtors' books and records.
- (d) **Statements, Part 5, Question 10 – Certain Losses.** Given the scale of the Debtors' club footprint, the Debtors incur certain immaterial losses in the ordinary course of business. Such amounts are not listed in the Statements.
- (e) **Statements, Part 6, Question 11 – Payments Related to Bankruptcy.** All payments for services of any entities that provided consultation concerning debt restructuring services, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy within one year immediately preceding the Initial Petition Date were made by Town Sports International, LLC and are, therefore, listed on that Debtor's Statements. The Debtors have endeavored to list only payments made for debt restructuring services, however, in some instances, these balances may include payments for services not related to restructuring or bankruptcy matters. Additional information regarding the Debtors' retention of professionals is more fully described in the individual retention applications for those professionals.
- (f) **Statements, Part 9, Question 16 – Personally Identifiable Information.** The Debtors collect a limited amount of information from club members and guests, including personally identifiable information, via their website portals, over the telephone, or in person in order to provide services to members and guests and inform them of new products and services. Examples of the types of information collected by the Debtors include, among other things, mailing addresses, email addresses, phone number, names, and credit card information. The Debtors retain such information as long as is necessary for the Debtors to comply with business, tax, and legal requirements. The Debtors maintain privacy policies and have information security protocols to safeguard personally identifiable information.
- (g) **Statements, Part 10, Question 20 - Certain Financial Accounts, Safe Deposit Boxes, and Storage Units.** Given the Debtors' substantial club footprint, the Debtors have listed only their offsite document storage locations.

- (h) **Statements, Part 13, Question 26 – Books, Records, and Financial Statements.** The Debtors provide certain parties, such as banks, factors, auditors, potential investors, vendors, and financial advisors, with financial statements. The Debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors have not provided full lists of these parties in Part 13, Question 26 of the Statements.

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*

\$0.00

1b. Total personal property:Copy line 91A from *Schedule A/B*

\$1,696.35

1c. Total of all property:Copy line 92 from *Schedule A/B*

\$1,696.35

Part 2: Summary of Liabilities**2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$167,163,283.26

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206EF)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 6a of *Schedule E/F*

UNKNOWN

3b. Total amount of claims of nonpriority amount of unsecured claims:Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*

+

\$298,507.65

4. Total liabilities

Lines 2 + 3a + 3b

\$167,461,790.91

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property****12/15**

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: CASH AND CASH EQUIVALENTS**1. DOES THE DEBTOR HAVE ANY CASH OR CASH EQUIVALENTS?**

- ☒ No. Go to Part 2.
☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. CASH ON HAND****3. CHECKING, SAVINGS, MONEY MARKET, OR FINANCIAL BROKERAGE ACCOUNTS**
(IDENTIFY ALL)**4. OTHER CASH EQUIVALENTS****5. Total of Part 1.**

ADD LINES 2 THROUGH 4 (INCLUDING AMOUNTS ON ANY ADDITIONAL SHEETS). COPY THE TOTAL TO LINE 80.

NOT APPLICABLE

Part 2: DEPOSITS AND PREPAYMENTS**6. DOES THE DEBTOR HAVE ANY DEPOSITS OR PREPAYMENTS?**

- ☒ No. Go to Part 3.
☐ Yes. Fill in the information below.

Current value of debtor's interest**7. DEPOSITS, INCLUDING SECURITY DEPOSITS AND UTILITY DEPOSITS**

DESCRIPTION, INCLUDING NAME OF HOLDER OF DEPOSIT

8. PREPAYMENTS, INCLUDING PREPAYMENTS ON EXECUTORY CONTRACTS, LEASES, INSURANCE, TAXES, AND RENT

DESCRIPTION, INCLUDING NAME OF HOLDER OF PREPAYMENT

9. Total of Part 2.

ADD LINES 7 THROUGH 8. COPY THE TOTAL TO LINE 81.

NOT APPLICABLE

Part 3: ACCOUNTS RECEIVABLE

10. DOES THE DEBTOR HAVE ANY ACCOUNTS RECEIVABLE?

- ☐ No. Go to Part 4.
- ☒ Yes. Fill in the information below.

Current value of
debtor's interest

11. ACCOUNTS RECEIVABLE

90 DAYS OR LESS \$1,696.35 \$0.00 = \$1,696.35

face amount doubtful or uncollectable accounts

12 Total of Part 3.
CURRENT VALUE ON LINES 11A + 11B = LINE 12. COPY THE TOTAL TO LINE 82.

\$1,696.35

Part 4: INVESTMENTS

13. DOES THE DEBTOR OWN ANY INVESTMENTS?

- ☒ No. Go to Part 5.
- ☐ Yes. Fill in the information below.

Valuation method used
for current value

Current value of
debtor's interest

14. MUTUAL FUNDS OR PUBLICLY TRADED STOCKS NOT INCLUDED IN PART 1

NAME OF FUND OR STOCK:

15. NON-PUBLICLY TRADED STOCK AND INTERESTS IN INCORPORATED AND UNINCORPORATED BUSINESSES, INCLUDING ANY INTEREST IN AN LLC, PARTNERSHIP, OR JOINT VENTURE

16. GOVERNMENT BONDS, CORPORATE BONDS, AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS NOT INCLUDED IN PART 1

DESCRIBE:

17 Total of Part 4.
ADD LINES 14 THROUGH 16. COPY THE TOTAL TO LINE 83.

NOT APPLICABLE

Part 5: INVENTORY, EXCLUDING AGRICULTURE ASSETS

18. DOES THE DEBTOR OWN ANY INVENTORY (EXCLUDING AGRICULTURE ASSETS)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description

Date of the last
physical inventory

Net book value of
debtor's interest
(Where available)

Valuation method used
for current value

Current value of
debtor's interest

19. RAW MATERIALS

20. WORK IN PROGRESS

21. FINISHED GOODS, INCLUDING GOODS HELD FOR RESALE

22. OTHER INVENTORY OR SUPPLIES

23 Total of Part 5.
ADD LINES 19 THROUGH 22. COPY THE TOTAL TO LINE 84.

NOT APPLICABLE

24. Is any of the property listed in Part 5 perishable?

- ☒ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

☒ No

☐ Yes

Book value

Valuation method

Current value

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 6: FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)

27. DOES THE DEBTOR OWN OR LEASE ANY FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)?

☒ No. Go to Part 7.

☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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28. CROPS—EITHER PLANTED OR HARVESTED

29. FARM ANIMALS *EXAMPLES:* LIVESTOCK, POULTRY, FARM-RAISED FISH

30. FARM MACHINERY AND EQUIPMENT (OTHER THAN TITLED MOTOR VEHICLES) (OTHER THAN TITLED MOTOR VEHICLES)

31. FARM AND FISHING SUPPLIES, CHEMICALS, AND FEED

32. OTHER FARMING AND FISHING-RELATED PROPERTY NOT ALREADY LISTED IN PART 6

33. Total of Part 6.
ADD LINES 28 THROUGH 32. COPY THE TOTAL TO LINE 85.

NOT APPLICABLE

34. Is the debtor a member of an agricultural cooperative?

☒ No

☐ Yes. Is any of the debtor's property stored at the cooperative?

☐ No

☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

☒ No

☐ Yes

36. Is a depreciation schedule available for any of the property listed in Part 6?

☒ No

☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 7: OFFICE FURNITURE, FIXTURES, AND EQUIPMENT; AND COLLECTIBLES

38. DOES THE DEBTOR OWN OR LEASE ANY OFFICE FURNITURE, FIXTURES, EQUIPMENT, OR COLLECTIBLES?

☐ No. Go to Part 8.

☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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39. OFFICE FURNITURE

NONE

40. OFFICE FIXTURES

NONE

41. OFFICE EQUIPMENT, INCLUDING ALL COMPUTER EQUIPMENT AND COMMUNICATION SYSTEMS EQUIPMENT AND SOFTWARE

41.1. COMPUTER HARDWARE

\$0.00

COST

\$0.00

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

Page 3 of 7

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
42. COLLECTIBLES <i>EXAMPLES:</i> ANTIQUES AND FIGURINES; PAINTINGS, PRINTS, OR OTHER ARTWORK; BOOKS, PICTURES, OR OTHER ART OBJECTS; CHINA AND CRYSTAL; STAMP, COIN, OR BASEBALL CARD COLLECTIONS; OTHER COLLECTIONS, MEMORABILIA, OR COLLECTIBLES			
NONE			
43. Total of Part 7. ADD LINES 39 THROUGH 42. COPY THE TOTAL TO LINE 86.			\$0.00
44. Is a depreciation schedule available for any of the property listed in Part 7? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes			
45. Has any of the property listed in Part 7 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 8: MACHINERY, EQUIPMENT, AND VEHICLES

46. **DOES THE DEBTOR OWN OR LEASE ANY MACHINERY, EQUIPMENT, OR VEHICLES?**
☐ No. Go to Part 9.
☒ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. AUTOMOBILES, VANS, TRUCKS, MOTORCYCLES, TRAILERS, AND TITLED FARM VEHICLES			
NONE			
48. WATERCRAFT, TRAILERS, MOTORS, AND RELATED ACCESSORIES <i>EXAMPLES:</i> BOATS, TRAILERS, MOTORS, FLOATING HOMES, PERSONAL WATERCRAFT, AND FISHING VESSELS			
NONE			
49. AIRCRAFT AND ACCESSORIES			
NONE			
50. OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)			
50.1. EXERCISE EQUIPMENT - TREADMILLS, BIKES, FREE WEIGHTS, CROSS TRAINERS, ETC.	\$0.00	COST	\$0.00
51. Total of Part 8. ADD LINES 47 THROUGH 50. COPY THE TOTAL TO LINE 87.			\$0.00
52. Is a depreciation schedule available for any of the property listed in Part 8? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes			
53. Has any of the property listed in Part 8 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 9: REAL PROPERTY

54. **DOES THE DEBTOR OWN OR LEASE ANY REAL PROPERTY?**
☐ No. Go to Part 10.
☒ Yes. Fill in the information below.

55. **ANY BUILDING, OTHER IMPROVED REAL ESTATE, OR LAND WHICH THE DEBTOR OWNS OR IN WHICH THE DEBTOR HAS AN INTEREST**

(Name)

55. ANY BUILDING, OTHER IMPROVED REAL ESTATE, OR LAND WHICH THE DEBTOR OWNS OR IN WHICH THE DEBTOR HAS AN INTEREST

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. LEASEHOLD IMPROVEMENTS		\$0.00	COST	\$0.00
56 Total of Part 9. ADD THE CURRENT VALUE ON LINES 55.1 THROUGH 55.6 AND ENTRIES FROM ANY ADDITIONAL SHEETS. COPY THE TOTAL TO LINE 88.				\$0.00
57. Is a depreciation schedule available for any of the property listed in Part 9? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes				
58. Has any of the property listed in Part 9 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes				

Part 10: INTANGIBLES AND INTELLECTUAL PROPERTY

59. DOES THE DEBTOR HAVE ANY INTERESTS IN INTANGIBLES OR INTELLECTUAL PROPERTY?

- ☒ No. Go to Part 11.
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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60. PATENTS, COPYRIGHTS, TRADEMARKS, AND TRADE SECRETS

61. INTERNET DOMAIN NAMES AND WEBSITES

62. LICENSES, FRANCHISES, AND ROYALTIES

63. CUSTOMER LISTS, MAILING LISTS, OR OTHER COMPILATIONS

64. OTHER INTANGIBLES, OR INTELLECTUAL PROPERTY

65. GOODWILL

66 Total of Part 10. ADD LINES 60 THROUGH 65. COPY THE TOTAL TO LINE 89.	NOT APPLICABLE
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67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: ALL OTHER ASSETS

70. DOES THE DEBTOR OWN ANY OTHER ASSETS THAT HAVE NOT YET BEEN REPORTED ON THIS FORM?

INCLUDE ALL INTERESTS IN EXECUTORY CONTRACTS AND UNEXPIRED LEASES NOT PREVIOUSLY REPORTED ON THIS FORM.

- ☒ No. Go to Part 12.
☐ Yes. Fill in the information below.

Current value of
debtor's interest

71. NOTES RECEIVABLE

Current value of debtor's interest

71. NOTES RECEIVABLE

DESCRIPTION (INCLUDE NAME OF OBLIGOR)

72. TAX REFUNDS AND UNUSED NET OPERATING LOSSES (NOLS)

DESCRIPTION (FOR EXAMPLE, FEDERAL, STATE, LOCAL)

73. INTERESTS IN INSURANCE POLICIES OR ANNUITIES

74. CAUSES OF ACTION AGAINST THIRD PARTIES (WHETHER OR NOT A LAWSUIT HAS BEEN FILED)

75. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OR CAUSES OF ACTION OF EVERY NATURE, INCLUDING COUNTERCLAIMS OF THE DEBTOR AND RIGHTS TO SET OFF CLAIMS

76. TRUSTS, EQUITABLE OR FUTURE INTERESTS IN PROPERTY

77. OTHER PROPERTY OF ANY KIND NOT ALREADY LISTED

EXAMPLES: SEASON TICKETS, COUNTRY CLUB MEMBERSHIP

78 Total of Part 11.

ADD LINES 71 THROUGH 77. COPY THE TOTAL TO LINE 90.

NOT APPLICABLE

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.		
81. Deposits and prepayments. Copy line 9, Part 2.		
82. Accounts receivable. Copy line 12, Part 3.	\$1,696.35	
83. Investments. Copy line 17, Part 4.		
84. Inventory. Copy line 23, Part 5.		
85. Farming and fishing-related assets. Copy line 33, Part 6.		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$0.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0.00	
88. Real property. Copy line 56, Part 9. →		\$0.00
89. Intangibles and intellectual property. Copy line 66, Part 10.		
90. All other assets. Copy line 78, Part 11. +		
91. Total. Add lines 80 through 90 for each column. 91a.	\$1,696.35 + 91b	\$0.00

92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.

\$1,696.35

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List All Creditors with Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.*Column A***Amount of claim***Do not deduct the value of collateral.**Column B***Value of collateral that supports this claim**

2.1	Creditor's name DEUTSCHE BANK AG, NEW YORK BRANCH Creditor's mailing address AS ADMINISTRATIVE AGENT C/O GIBSON, DUNN & CRUTCHER LLP 200 PARK AVENUE NEW YORK, NY 10166 Creditor's email address Date or dates debt was incurred Last 4 digits of account number: Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Describe debtor's property that is subject to a lien SUBSTANTIALLY ALL ASSETS AND PROPERTY Describe the lien LOAN AGREEMENT, DATED AS OF NOVEMBER 15, 2013 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$167,163,283.26	UNKNOWN
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3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$167,163,283.26

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount	
2.1	Priority creditor's name and mailing address CALIFORNIA BOARD OF EQUALIZATION 450 N ST PO BOX 942879 SACRAMENTO, CA 95814 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.2	Priority creditor's name and mailing address CALIFORNIA FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812-2952 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.3	Priority creditor's name and mailing address CITY OF PHILADELPHIA 5900 TORRESDALE AVENUE REVENUE COLLECTION BUREAU PHILADELPHIA, PA 19135 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.4	Priority creditor's name and mailing address CITY OF PHILADELPHIA CODE VIOLATION ENFORCEMENT DIVISION DEPT OF FINANCE P.O. BOX 56318 PHILADELPHIA, PA 19130 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.5	Priority creditor's name and mailing address CITY OF PHILADELPHIA DEPARTMENT OF REVENUE P.O. BOX 806 PHILADELPHIA, PA 19105-0806 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.6	Priority creditor's name and mailing address CITY OF PHILADELPHIA DEPARTMENT OF STREETS P.O. BOX 966 PHILA, PA 19105-0966 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.7	Priority creditor's name and mailing address CITY OF PHILADELPHIA DEPT OF REVENUE PO BOX 1049 PHILADELPHIA, PA 19105-9731 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.8	Priority creditor's name and mailing address CITY OF PHILADELPHIA LICENSE ISSUENCE UNIT P.O. BOX 1942 PHILADELPHIA, PA 19105-1942 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount
2.9	Priority creditor's name and mailing address CITY OF PHILADELPHIA PARKING VIOLATIONS BRANCH P.O. BOX 41818 PHILADELPHIA, PA 19101-1818 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.10	Priority creditor's name and mailing address COMMISSIONER OF REVENUE SERVICES STATE OF CONNECTICUT P.O. BOX 5030 HARTFORD, CT 06102-5030 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.11	Priority creditor's name and mailing address COMMISSIONER OF REVENUE SERVICES STATE OF CONNECTICUT P.O. BOX 5030 HARTFORD, CT 06102-5030 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.12	Priority creditor's name and mailing address COMMISSIONER OF REVENUE SERVICES STATE OF CONNECTICUT P.O. BOX 5088 HARTFORD, CT 06102-5088 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.13	Priority creditor's name and mailing address COMMISSIONER OF REVENUE SERVICES STATE OF CONNECTICUT P.O. BOX 5089 HARTFORD, CT 06102-5089 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN

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		Total claim	Priority amount	
2.14	Priority creditor's name and mailing address COMMISSIONER OF TAXATION AND FINANCE PO BOX 4127 BINGHAMTON, NY 13902-4127 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.15	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS BOARD OF MASSAGE THERAPY 239 CAUSEWAY STREET 5TH FLOOR ESTABLISHMENT LICENSURE BOSTON, MA 02114 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.16	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS BOILER INSPECTION PROGRAM P.O. BOX 417599 BOSTON, MA 02241-7599 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.17	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS DEPT. OF FIRE SERVICES P.O.BOX 1025-STATE ROAD STOW, MA 01775 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.18	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS DIVISION OF PROFESSIONAL LICENSURE 1000 WASHINGTON STREET, ST 710 BOSTON, MA 02118 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.24	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS OFFICE OF COLLECTOR OF TAXES BOX 55810 BOSTON, MA 02205 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.25	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS P.O. BOX 55485 BOSTON, MA 02205-5485 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.26	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS P.O. BOX 7039 BOSTON, MA 02204-7039 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.27	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS P.O. BOX 7040 BOSTON, MA 02204 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.28	Priority creditor's name and mailing address COMMONWEALTH OF MASSACHUSETTS P.O. BOX 7065 BOSTON, MA 02204-7065 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1:

Is the claim subject to offset?
☒ No
☐ Yes

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		Total claim	Priority amount	
2.44	Priority creditor's name and mailing address DISTRICT OF COLUMBIA 1101 4TH STREET, SW SUITE 270 WASHINGTON, DC 20024 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.45	Priority creditor's name and mailing address DIVISION OF CONSUMER AFFAIRS REGULATED BUSINESS 124 HALSEY STREET, 7TH FL PO BOX 45028 NEWARK, NJ 07102 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.46	Priority creditor's name and mailing address MARYLAND OFFICE OF THE COMPTROLLER PETER FRANCHOT, COMPTROLLER PO BOX 466 ANNAPOLIS, MD 21404-0466 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.47	Priority creditor's name and mailing address MASSACHUSETTS DEPT OF REVENUE 100 CAMBRIDGE ST, 7TH FL BOSTON, MA 02114 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.48	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND 730 ELLSWORTH DRIVE SILVER SPRING, CO 20907-8399 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.49	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND BOX 9415 GAITHERSBURG, MD 20898-9415 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.50	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND DEPARTMENT OF HEALTH & HUMAN SERVICES 255 ROCKVILLE PIKE, SUITE 100 ROCKVILLE, MD 20850 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.51	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND DEPARTMENT OF PERMITTING 255 ROCKVILLE PIKE ROCKVILLE, MD 20850 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.52	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND DEPARTMENT OF TRANSPORTATION P.O. BOX 8399 SILVER SPRING, MD 20907 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.53	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND GARAGE 60 C/O PARKING OPERATIONS P.O. BOX 8399 SILVER SPRING, MD 20910 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount
2.54	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND MCMG-FIRE CODE ENFORCEMENT P.O. BOX 9465 GAITHERSBURG, MD 20898 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.55	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND OFFICE OF CONSUMER PROTECTION 100 MARYLAND AVE. SUITE 330 ROCKVILLE, MD 20850 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.56	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND OFFICE OF COUNTY ATTORNEY FOR MONTGOMERY COUNTY 101 MONROE STREET, 3RD FLOOR ROCKVILLE, MD 20850 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.57	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND P.O. BOX 1426 ROCKVILLE, MD 20850-1426 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.58	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND P.O. BOX 17448 BALTIMORE, MD 21297-1448 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN

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		Total claim	Priority amount
2.59	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND PARKING CITATION SERVICES P.O. BOX 1426 ROCKVILLE, MD 20849-1426 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.60	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND PERSONAL PROPERTY TAX DIVISION 301 WEST PRESTON STREET BALTIMORE, MD 21021 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.61	Priority creditor's name and mailing address MONTGOMERY COUNTY MARYLAND TREASURY DIVISION PO BOX 824860 PHILADELPHIA, PA 19182 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.62	Priority creditor's name and mailing address NEW JERSEY DEPT OF THE TREASURY DIVISION OF TAXATION BANKRUPTCY SECTION PO BOX 245 TRENTON, NJ 08695-0245 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.63	Priority creditor's name and mailing address NEW JERSEY SALES TAX P.O. BOX 999 TRENTON, NJ 08646-0999 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN

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		Total claim	Priority amount	
2.64	Priority creditor's name and mailing address NEW YORK DEPT. OF FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205-0300 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.65	Priority creditor's name and mailing address NEW YORK STATE SALES TAX JAF BUILDING P.O. BOX 1205 NEW YORK, NY 10116-1205 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.66	Priority creditor's name and mailing address NEWTON NEEDHAM CHAMBER OF COMMERCE 281 NEEDHAM STREET NEWTON, MA 02464 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.67	Priority creditor's name and mailing address NY STATE DEPARTMENT OF TAXATION AND FINANCE HARRIMAN CAMPUS RD ALBANY, NY 12226 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.68	Priority creditor's name and mailing address PA DEPARTMENT OF REVENUE BUREAU OF CORP. TAXES DEPT. 280420 HARRISBURG, PA 17128-0420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.69	Priority creditor's name and mailing address PA DEPARTMENT OF REVENUE DEPT 280406 HARRISBURG, PA 17128-0406 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.70	Priority creditor's name and mailing address PA DEPARTMENT OF REVENUE PO BOX 280404 HARRISBURG, PA 17128-0404 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.71	Priority creditor's name and mailing address PA DEPARTMENT OF REVENUE PO BOX 280422 HARRISBURG, PA 17128-0422 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.72	Priority creditor's name and mailing address PA DEPARTMENT OF REVENUE PO BOX 280425 HARRISBURG, PA 17128-0425 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.73	Priority creditor's name and mailing address PENNSYLVANIA DEPT OF STATE 110 N 8TH ST STE 204A PHILADELPHIA, PA 19107-2412 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount
2.74	Priority creditor's name and mailing address RHODE ISLAND DIVISION OF TAXATION ONE CAPITOL HILL PROVIDENCE, RI 02908-5800 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.75	Priority creditor's name and mailing address STATE OF MARYLAND DEPARTMENT OF ASSESSMENTS AND TAXATION 301 WEST PRESTON STREET. RM 801 BALTIMORE, MD 21201-2395 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.76	Priority creditor's name and mailing address STATE OF MARYLAND OF THE TREASURY P.O. BOX 17405 BALTIMORE, MD 21297-1405 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.77	Priority creditor's name and mailing address STATE OF MARYLAND OFFICE OF THE ATTORNEY GENERAL CONSUMER PROTECTION DIVISION SIXTEENTH FLOOR BALTIMORE, MD 21202 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
2.78	Priority creditor's name and mailing address TOWN OF LEXINGTON 1625 MASSACHUSETTES AVENUE LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN

Part 1: Additional Page

			Total claim	Priority amount
2.79	Priority creditor's name and mailing address TOWN OF LEXINGTON COLLECTOR OF TAXES P.O. BOX 309 LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.80	Priority creditor's name and mailing address TOWN OF LEXINGTON COLLECTOR OF TAXES P.O. BOX 614 LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.81	Priority creditor's name and mailing address TOWN OF LEXINGTON COLLECTORS OFFICE 1625 MASSACHUSETTS AVE. LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.82	Priority creditor's name and mailing address TOWN OF LEXINGTON FIRE DEPT 45 BEDFORD STREET LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.83	Priority creditor's name and mailing address TOWN OF LEXINGTON HEALTH DEPARTMENT 1625 MASSACHUSETTS AVENUE LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.84	Priority creditor's name and mailing address TOWN OF LEXINGTON OFFICE OF TAX COLLECTOR 1625 MASSACHUSETTS AVENUE LEXINGTON, MA 02420 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.85	Priority creditor's name and mailing address TOWN OF WAKEFIELD DPW PO BOX 1909 WAKEFIELD, MA 01880 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.86	Priority creditor's name and mailing address TOWN OF WAKEFIELD OFFICE OF TAX COLLECTOR 1 LAFAYETTE ST WAKEFIELD, MA 01880 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.87	Priority creditor's name and mailing address TOWN OF WAKEFIELD P.O. BOX 269 WAKEFIELD, MA 01880-0469 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.88	Priority creditor's name and mailing address TOWNSHIP CLERK 1 JEAN WALLING CIVIC CENTER DR EAST BRUNSWICK, NJ 08816 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.89	Priority creditor's name and mailing address TOWNSHIP OF EAST BRUNSWICK DEPT OF PUB SFTY., ADMIN DEPT P.O. BOX 1081 1 JEAN WALLING CIVIC CENTER DR EAST BRUNSWICK, NJ 08816-1081 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.90	Priority creditor's name and mailing address TOWNSHIP OF EAST BRUNSWICK DIVISION OF CONSTRUCTION INSPECTION P.O. BOX 1081 1 JEAN WALLING CIVIC CENTER DR EAST BRUNSWICK, NJ 08816-1081 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.91	Priority creditor's name and mailing address TOWNSHIP OF EAST BRUNSWICK MUNICIPAL CLERKS OFFICE P.O. BOX 1081 EAST BRUNSWICK, NJ 08816 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.92	Priority creditor's name and mailing address TOWNSHIP OF EAST BRUNSWICK PO BOX 1081 EAST BRUNSWICK, NJ 08816-1081 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.93	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY ARLINGTON COUNTY VIRGINIA PO BOX 1757 MERRIFIELD, VA 22116-1757 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

(Name)

Part 1: Additional Page

		Total claim	Priority amount	
2.94	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY DEPARTMENT OF COMMUNITY AFFAIRS DIVISION OF FIRE SAFETY BFCE TRENTON, NJ 08625-0063 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.95	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY DIVISION OF ACCOUNTING P.O. BOX 955 TRENTON, NJ 08625-0955 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.96	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY NEW JERSEY DEPT. OF LABOR & WORKFORCE DEV. DIVISION OF ACCOUNTING P.O. BOX 955 TRENTON, NJ 08625-0955 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.97	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY P.O. BOX 369 TRENTON, NJ 08625-0369 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.98	Priority creditor's name and mailing address TREASURER, STATE OF NEW JERSEY PO BOX 816 101 S. BROAD ST. TRENTON, NJ 08625-0816 Date or dates debt was incurred Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: POTENTIAL TAX LIABILITY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

Part 2: Additional Page

			Amount of claim
3.4	Nonpriority creditor's name and mailing address DIRECT TV PO BOX 60036 LOS ANGELES, CA 90060-0036 Date or dates debt was incurred VARIOUS DATES Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$257.39
3.5	Nonpriority creditor's name and mailing address FULL CIRCLE PADDING 253 MANSFIELD AVE NORTON, MA 02048 Date or dates debt was incurred 2/25/2020 Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$270.20
3.6	Nonpriority creditor's name and mailing address IMPERIAL BAG & PAPER COMPANY, LLC 255 ROUTE 1 AND 9 JERSEY CITY, NJ 07306 Date or dates debt was incurred VARIOUS DATES Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,032.77
3.7	Nonpriority creditor's name and mailing address MARITZA SOTO CAICEDO 338 CENTRAL AVE. JERSEY CITY, NJ 07307 Date or dates debt was incurred 10/6/2019 Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: INSURANCE CLAIM Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
3.8	Nonpriority creditor's name and mailing address PBP ASSOCIATES C/O PANEPINTO PROPERTIES, INC HARBORSIDE PLAZA 10, STE 1203 JERSEY CITY, NJ 07311 Date or dates debt was incurred VARIOUS DATES Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$61,251.75

Part 2: Additional Page

		Amount of claim
3.9	Nonpriority creditor's name and mailing address PSE&G PO BOX 14444 NEW BRUNSWICK, NJ 08906-4444 Date or dates debt was incurred VARIOUS DATES Last 4 digits of account number:	As of the petition filing date, the claim is: \$5,157.92 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address STAPLES CONTRACT & COMMERCIAL, INC. D/B/A STAPLES ADVANTAGE 1096 E. NEWPORT CENTER DRIVE, SUITE 300 DEERFIELD BEACH, FL 33442 Date or dates debt was incurred 2/26/2020 Last 4 digits of account number:	As of the petition filing date, the claim is: \$42.62 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address TSI CASH MANAGEMENT, LLC 399 EXECUTIVE BLVD. ELMSFORD, NY 10523 Date or dates debt was incurred Last 4 digits of account number:	As of the petition filing date, the claim is: \$225,928.57 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: INTERCOMPANY PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.12	Nonpriority creditor's name and mailing address VERIZON PO BOX 15124 ALBANY, NY 12212-5124 Date or dates debt was incurred VARIOUS DATES Last 4 digits of account number:	As of the petition filing date, the claim is: \$283.20 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	5a. <u>UNDETERMINED</u>
5b. Total claims from Part 2	5b. + <u>\$298,507.65</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. <div><u>\$298,507.65</u></div>

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	AMENDED AND RESTATED EXECUTIVE SEVERANCE AGREEMENT DATED 2/25/2015	CAROLYN SPATAFORA ADDRESS AVAILABLE UPON REQUEST
2.2	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	AMENDMENT TO AMENDED AND RESTATED EXECUTIVE SEVERANCE AGREEMENT DATED 3/31/2016	CAROLYN SPATAFORA ADDRESS AVAILABLE UPON REQUEST
2.3	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	EXECUTIVE SEVERANCE AGREEMENT DATED 5/12/2014	CAROLYN SPATAFORA ADDRESS AVAILABLE UPON REQUEST
2.4	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	SECOND AMENDMENT TO AMENDED AND RESTATED EXECUTIVE SEVERANCE AGREEMENT DATED 3/20/2019	CAROLYN SPATAFORA ADDRESS AVAILABLE UPON REQUEST

(Name)

List all contracts and unexpired leases			State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	EXECUTIVE SEVERANCE AGREEMENT DATED 7/9/19	MICHAEL FABRICO ADDRESS AVAILABLE UPON REQUEST
2.6	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	AMENDED AND RESTATED EXECUTIVE SEVERANCE AGREEMENT DATED 2/25/2015	NITIN AJMERA ADDRESS AVAILABLE UPON REQUEST
2.7	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	AMENDMENT TO AMENDED AND RESTATED EXECUTIVE SEVERANCE AGREEMENT DATED 2/16/2017	NITIN AJMERA ADDRESS AVAILABLE UPON REQUEST
2.8	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	EXECUTIVE SEVERANCE AGREEMENT DATED 5/8/2014	NITIN AJMERA ADDRESS AVAILABLE UPON REQUEST
2.9	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	LEASE AGREEMENT	PBP ASSOCIATES C/O PANEPINTO PROPERTIES, INC. ATTN: AURELIA DICRISTO HARBORSIDE PLAZA 10, SUITE 1203 JERSEY CITY, NJ 07311
2.10	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	LEASE AGREEMENT	PBP ASSOCIATES C/O PANEPINTO PROPERTIES, INC. ATTN: GORDON GEMMA 3 SECOND STREET, SUITE 1203 JERSEY CITY, NJ 07311

List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.11

State what the contract or lease is for and the nature of the debtor's interest

RETENTION AGREEMENT DATED 2/25/2015

ROBERT GIARDINA
ADDRESS AVAILABLE UPON REQUEST

State the term remaining

List the contract number of any government contract

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15****Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.****1. Does the debtor have any codebtors?**

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes.

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.1	TSI 217 BROADWAY, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	TSI BRADFORD, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	TSI CANTON, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	TSI EAST 41, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	TSI EAST 48, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6	TSI EAST 59, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.7	TSI EAST BRUNSWICK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.8	TSI EAST MEADOW, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.9	TSI ENGLEWOOD, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.10	TSI GREAT NECK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.11	TSI GREENWICH, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.12	TSI HUNTINGTON, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.13	TSI IRVING PLACE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.14	TSI LUCILLE 42ND STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.15	TSI LUCILLE 89TH STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.16	TSI LUCILLE ASTORIA, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.17	TSI LUCILLE BAYSHORE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.18	TSI LUCILLE BRONX, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.19	TSI LUCILLE COMMACK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20	TSI LUCILLE HOLBROOK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.21	TSI LUCILLE RALPH AVENUE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22	TSI LUCILLE ROCKVILLE CENTRE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.23	TSI LUCILLE ST. NICHOLAS AVENUE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.24	TSI MAMARONECK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.25	TSI MARKET STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.26	TSI MERCER STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.27	TSI MIDWOOD, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.28	TSI MONTCLAIR, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

(Name)

Additional Page if Debtor Has More Codebtors

Column 1: Codebtor			Column 2: Creditor	
	Name	Mailing Address	Name	Check all schedules that apply
2.29	TSI NEW ROCHELLE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.30	TSI NEWBURY STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.31	TSI RODIN PLACE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.32	TSI SILVER SPRING, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.33	TSI SOMERS, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.34	TSI STAMFORD POST, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.35	TSI SUMMER STREET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.36	TSI SYOSSET, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.37	TSI WEST END, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.38	TSI WEST NEWTON, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.39	TSI WEST NYACK, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.40	TSI WOBURN, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.41	TSI WOODMERE, LLC	399 EXECUTIVE BLVD. ELMSFORD, NY 10523	DEUTSCHE BANK AG, NEW YORK BRANCH	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:Debtor TSI Lucille Jersey City, LLCUnited States Bankruptcy Court for the: District of DelawareCase number 20-12657
(if known)**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/3/2020
MM / DD / YYYY

X/s/ Laura Marcero

Signature of individual signing on behalf of debtor

Laura Marcero

Printed name

Deputy Chief Restructuring Officer

Position or relationship to debtor